The Kimberley Golf Club
BY-LAWS
(Amended 27 October 2020)

1. **CLUB YEAR**
The fiscal year of the **Club** shall end on the thirty first (31) day of December each year.

2. **MEMBERSHIP** (amended 27 October 2020)

"**Legacy**" members are defined as all members in good standing during the 2020 golf season, including those who requested and were granted an exemption due to medical reasons. Legacy members must remain Members in good standing on a year by year basis in order to retain this status. Legacy members will continue to be offered Legacy (referred to as "Original" members in the Service Agreement) membership rates that are subject to limited annual increases as defined in the Service Agreement between Kimberley Golf Club and Purcell International Education Inc. (Purcell Golf)

"**Non-Legacy**" members are all other members of the Kimberley Golf Club, including:

a) Members who purchased memberships for the 2021 season and subsequent seasons;
b) Legacy members who fail to maintain their Membership in Good Standing status for any future season;

Non-Legacy members will be offered rates as determined by Purcell Golf and the Kimberley Golf Club and are not subject to the limited annual increase provisions that Legacy members enjoy.

Membership classes offered within the Legacy category will include the following:

- Adult
- Super Senior
- Spousal
- Weekend Warrior
- Associate
- Honorary Lifetime Member

Membership classes offered within the Non-Legacy category will include the following;

- Adult
- Super Senior
- Spousal
- Associate

Restrictions – Weekend Warrior Class:
The Weekend Warrior class will be retained for the benefit of members who were enrolled in this class during the 2020 season. The Weekend Warrior class will no longer be available to members of any other class, or to new members.

3. The Members may by special resolution amend the By-Laws to add or delete by a vote of not less than 2/3 any class of membership as may be acceptable to the Club. The By-Laws shall determine the rights, duties, responsibilities and limitations of each class and the members therein and may from time to time determine the number of persons in any class.

4. Every candidate for membership shall make application in writing on the form prescribed by the Directors. The application form must be completed correctly and signed by the applicant.

5. Applications must be accompanied by such sum of money for the class of membership desired by the Applicant. The membership is for one year only. Applications must be made each year.

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6. Applications for membership must be passed by the Directors and if the application is considered to be for the wrong class, the applicant must be notified in writing of the circumstances.

7. After an application has been submitted and before such application has been accepted or rejected, the Directors may extend the privilege of play to such person in accordance with the class of membership applied for.

8. All members shall agree to be bound by, and shall comply with, and submit to all bylaws, rules and regulations of the **Club** from time to time in force.

9. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the **Club,** and is not in good standing so long as the debt remains unpaid.

10. A person ceases to be a member of the **Club.**
a) By delivering his or her resignation in writing to the secretary of the **Club** or delivering it to the address of the **Club.**
b) On his or her death.
c) On being expelled.
d) On having been a member not in good standing for 12 consecutive months.

11. An accountant shall be appointed at each annual general meeting to hold office until the close of the next annual general meeting. The accountant will report on the correctness of the financial statements of the **Club**.

12. The Directors shall have the power, by vote of not less than two thirds (2/3) of their number, to expel or suspend any member whose conduct, whether in the Club's premises or elsewhere, may be considered by the Directors to be improper, unbecoming, or likely to endanger the welfare, interest or character of the CLUB; or who willfully commits a breach of its bylaws, rules or regulations. No member shall be expelled or suspended without first being notified of the reason and given an opportunity of being heard by the Directors.

MEETINGS
13. The Annual General Meeting of the **Club** shall be held at such time and place between the 15th day of April and the 31st day of May as the Directors may determine. Every general meeting other than an annual general meeting is an extraordinary general meeting.

14. The Annual General Meeting shall be conducted as follows:
a) Call to order.
b) Adoption of the rules of order.
c) Reading and adoption of minutes from previous annual general meeting.
d) Consideration of the financial statements.
e) Report of the president and the directors.
f) Report of the accountant, if any.
g) Election of directors
h) Appointment of the accountant.
i) Such ordinary business as the Chair may permit.

15. Notice of annual general meetings and extraordinary general meetings, except a reconvened meeting shall be published at least 14 days prior to the meeting. The notice shall include place time and notification of business to be conducted at the meeting. Members shall be notified by mail of such meetings.

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16. Non receipt by a member of a notice of any meeting shall not invalidate the proceedings of such meeting.

17. Those members entitled to vote at any meeting of the **Club** are: (amended 10 May 2018)
a) Adult Member
b) Super Senior Member
c) Spousal Member
d) Weekend Warrior Member
e) Honorary Life Member
f) All other classes of membership are considered limited and do not entitle such members in these classes to vote.

18. The directors may call an extraordinary general meeting at any time. Upon receiving a requisition in writing, by 10% or more members who are in good standing and are entitled to vote, the directors shall convene an extraordinary general meeting within 21 days. The requisition shall be signed by the members and shall state the object of the meeting.

19. No business shall be transacted at any annual general meeting or extraordinary general meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall be twenty (20) voting members.

20. If within 30 minutes from the time appointed for an extraordinary general meeting a quorum is not present, the meeting, if convened on the requisition of the members, must be terminated. If the meeting was an annual general meeting or an extraordinary general meeting it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

21. At any adjourned meeting originally convened by the directors, the members present, whatever their number, shall have the power to decide on all matters which might have been disposed of at the meeting from which the adjournment took place.

22. Every question shall be decided by a show of hands, unless a poll is requested by at least five (5) members (present and eligible to vote) in the case of equality of votes (either by a show of hands or a poll) the Chair shall cast the deciding vote, being the only vote the Chair shall have.

23. Fourteen days notice shall be given of any motion or application to amend or change the bylaws at any extraordinary general meeting or at any annual general meeting of the **Club,** by mailing to each member a copy thereof or otherwise notifying all members.

24. Robert's Rules of Order shall govern the **Club** in all cases where applicable, unless this conflicts with the bylaws or local rules of the **Club**.

25. Any complaints made by a member regarding the conduct of another member or guest, or the conduct or performance of any officer, director, committee member, or any servant or other employee of the **Club** facility, shall be submitted in writing by such complaining member to the secretary, who shall transmit it to the board of directors for final discussion and disposition.

DIRECTORS
26. The **Club** shall be managed by the elected board of directors who may exercise all powers of the **Club** in the control of its affairs, properties and assets, subject to the approval of the voting members at the annual general meeting, or at any extraordinary general meeting called regarding and for purposes of acting upon the affairs of the **Club**.

27. The board of directors shall consist of not more than ten (10) elected, eligible members.

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28. The president shall, not later than thirty (30) days preceding the annual general meeting appoint a nominating committee of three (3) voting members of the **Club,** not more than one (1) of whom shall be a member of the board. Such a committee shall in writing, nominate eligible voting members for any vacant positions to the board at the annual general meeting.

29. No less than three (3) directors shall be elected by the members at the annual general meeting. Nominations from the floor shall be accepted.

30. Each director shall be elected for a two year term of office and shall be eligible for re-election on the expiration of the term of office.

31. Any vacancy on the board of directors may be filled by an appointment by the remaining directors.

32. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the **Club**.

33. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

34. The board of directors shall meet as soon as possible following each annual general meeting and shall elect the following:
a) President
b) Vice President
c) Secretary
d) Finance Chairperson
Each of whom shall hold office until their successors as duly elected at the meeting of directors held subsequent to the next annual general meeting.

35. The directors shall have full power to exercise any borrowing powers of the **Club**, subject to the provisions of the **Societies Act** and the amendments hereto.

36The powers of the directors in the making of rules and regulations, fixing dues and in doing any other act or thing authorized by these bylaws shall be exercised by resolution duly passed at any regular directors' meeting.

37. The board shall specify where, on application to the secretary, members may inspect the books and records of the **Club**.

38. A quorum at any meeting of the board shall consist of a simple majority of the existing number of the board of directors.

OFFICERS
39. The officers of the **Club** shall consist of:
a) President
b) Vice-President
c) Secretary
d) Finance Chairperson

President
a) Shall be the chief executive officer of the **Club** performing any lawful duties incident to the office of the president.
b) Shall preside at all meetings of the **Club** and the board of directors.
c) Shall call annual general meetings and extraordinary general meetings of the **Club.**
d) Shall be an ex-officio member of all committees.
e) Shall make annual reports to the directors and members.

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f) Shall with the chair of each committee, in the capacity as chief executive officer of the **Club** sign any written contract, obligation, or instrument of the **Club** which shall have been approved by the board.
g) Shall have charge of the general supervision and control of the **Club** and its management.
h) Shall be custodian of the seal of the **Club** and shall affix it to all written documents as required by the board.
i) Shall perform all other duties as may be required by the board.

Vice-President
a) Shall in the absence of the president, perform all the duties of the president. If the office of the president becomes vacant the vice-president shall fill the position until the next election.

Secretary
a) Shall perform any and all lawful duties incident to the office of the secretary and be directly responsible to the board.
b) Shall issue or cause to be issued, all notices of meetings of members or directors and shall keep the minutes and records thereof.
c) Shall conduct or cause to be conducted (in accordance with the boards instructions) all official correspondence of the **Club** and shall see that such correspondence is properly preserved and filed until otherwise disposed of by the board.
d) Shall be responsible for posting all **Club** notices in whatever place on the **Club** premises may be designated by the board.
e) Shall perform all other such duties as may be assigned by the board.

Finance Chair Person
a) Review existing financial policy, putting forward for Board of Directors approval suggested changes and new policy as required.
b) Monitor fiscal results to ensure that the established minimum financial performance standards are being achieved, informing the Board of Directors and the membership of concerns in a timely manner.
c) Partaking in the Annual Audit or Financial Review process.
d) Assisting in the long range planning g process.

COMMITTEES
40. Standing committees and other committees, and the chair of each committee shall be appointed by the president and approved by the board. Vacancies in committees shall be appointed by the president. Each committee shall be composed of as many members or directors or both as the board may determine. Committee appointments may be for a time period as decided by the board.

41. No committee shall have the right to obligate the **Club** or in any way or in any sum in excess of the specific budget amount established for its use in the current year by the board. Meetings of a committee may be called by the chair or any two members. The quorum for any meeting shall be a majority of the members. Each member present shall have a vote.

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